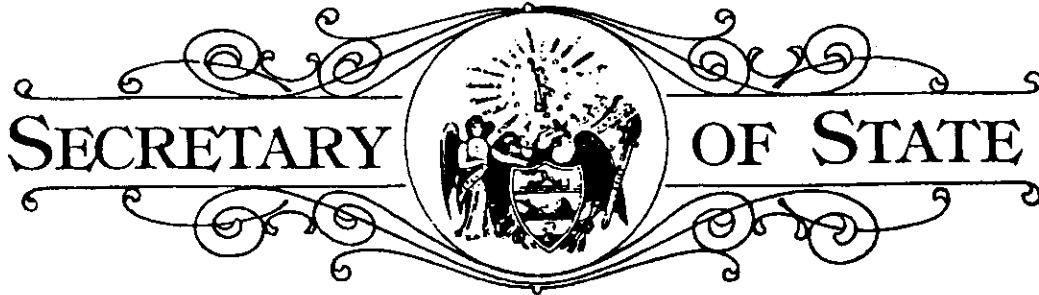


STATE OF ARKANSAS



Sharon Priest
SECRETARY OF STATE

To All to Whom These Presents Shall Come, Greetings:

*I, Sharon Priest, Secretary of State of Arkansas, do hereby
certify that the following and hereto attached instrument of writing is
a true and perfect copy of*

ARTICLES OF ORGANIZATION

OF

Instructions: File in **DUPLICATE** with the Secretary of State, State Capitol, Little Rock, Arkansas 72201-1094. A copy will be returned after filing has been completed.
PLEASE TYPE OR CLEARLY PRINT IN INK

State of Arkansas - Office of Secretary of State

ARTICLES OF ORGANIZATION

The undersigned authorized manager or member or person forming this Limited Liability Company under the Small Business Entity Tax Pass Through Act, Act 1003 of 1993, adopt the following Articles of Organization of such Limited Liability Company.

First: The Name of the Limited Liability Company is:

Entergy Hyperion Telecommunications of Arkansas, L.L.C.

Must contain the words "Limited Liability Company," "Limited Company," or the abbreviation "LLC," "LC," "LLC," or "LC." The word "Limited" may be abbreviated as "Ltd.", and the word "Company" may be abbreviated as "Co." Companies which perform PROFESSIONAL SERVICE MUST additionally contain the words "Professional Limited Liability Company," "Professional Limited Company," or the abbreviations "P.L.L.C.," "P.L.C.," "PLLC," or "PLC." The word "Limited" may be abbreviated as "Ltd." and the word "Company" may be abbreviated as "Co."

Second: Address of registered office of the Limited Liability Company which may be, but need not be, the place of business shall be:

None at this time.

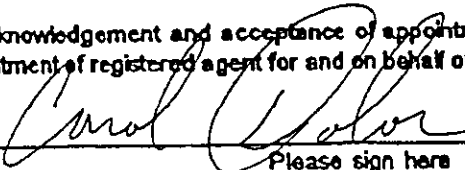
Third: The name of the registered agent and the business residence or mailing address of said agent shall be:

The Prentice-Hall Corporation System, Arkansas

1 Riverfront Plaza, 8th Floor

North Little Rock, Arkansas 72114

(a) Acknowledgement and acceptance of appointment MUST be signed. I hereby acknowledge and accept the appointment of registered agent for and on behalf of the above named Limited Liability Company.


Please sign here

Fourth: The latest date (month, day, year) upon which this Limited Liability Company is to dissolve:

December 31, 2060

Fifth: IF THE MANAGEMENT OF THIS COMPANY IS VESTED IN A MANAGER OR MANAGERS, A STATEMENT TO THAT EFFECT MUST BE INCLUDED IN THE SPACE PROVIDED OR BY ATTACHMENT:

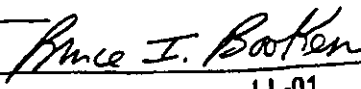
Management of this Company is vested in Managers.

PLEASE TYPE OR PRINT CLEARLY IN INK THE NAME OF THE PERSON (S) AUTHORIZED TO EXECUTE THIS DOCUMENT.

Bruce I. Booken

Signature of authorized manager, member, or person forming this Company.

Filing Fee \$50.00



LL-01



W. J. "Bill" McCann
SECRETARY OF STATE

State of Arkansas
SECRETARY OF STATE
State Capitol
Little Rock, Arkansas 72201-1094

RP

LIMITED LIABILITY COMPANY FRANCHISE TAX

In order for this limited liability company to receive its annual franchise tax reporting form, please complete and file with the office of the Secretary of State at the time of filing.

Entergy Hyperion Telecommunications of Arkansas, L.L.C.

Limited Liability Company Name as Applied for In Arkansas

Ed Babcock

Contact Person

Main at Water Street

Street Address or Post Office Box

Coudersport, Pa. 16915

City, State, ZIP

(814) 274-9830

Telephone Number

December 31, 2060

Dissolution Date of Limited Liability Company

NOTE: This tax is due on or before June 1 of the year following filing or qualification in this state.

Prince I. Booken (Attorney)

Signature (Please include affiliation)

EXHIBIT B

Managerial Qualifications

THE MANAGEMENT OF HYPERION TELECOMMUNICATIONS, INC.

Daniel Milliard - President

Mr. Milliard has over 17 years of experience in all facets of telecommunications, including Business Development, Marketing, Sales and General Management.

Mr. Milliard is President, Chief Operating Officer, Secretary and a Director of Hyperion Telecommunications, Inc., as well as Senior Vice President, Secretary and a Director of Adelphia Communications Corporation and its other subsidiaries. Mr. Milliard has been with Adelphia since 1982, and served as outside general counsel to Adelphia's predecessors from 1979 to 1982. Currently, Mr. Milliard spends substantially all of his time on concerns of Hyperion Telecommunications, Inc..

After graduating from the American University in 1970 with a B.S. degree in Business Administration, Mr. Milliard received a M.A. degree in Business from Central Missouri State University in 1971, where he was an Instructor in the Department of Finance, School of Business and Economics, from 1971-1973. He received his Juris Doctor degree from the University of Tulsa School of Law in 1976.

As an active community member, Mr. Milliard is on the Board of Directors of Citizens Bank Corp., Inc. in Coudersport, Pennsylvania, and is President of the Board of Directors of the Charles Cole Memorial Hospital.

Charles R. Drenning - Senior Vice President

Mr. Drenning has solid experience in the telecommunications industry, including 22 years with AT&T where he served in a number of Executive level positions including Sales, Marketing, Accounting, Data processing, Research and Development, and Strategic Planning.

Since October 1996, Mr. Drenning has served as Senior Vice President of Engineering Operations. He has also been a Director of the Company since October 1991. Prior to joining Hyperion as Vice President of Engineering Operations, he was a District Sales manager for Penn Access Corporation.

Mr. Drenning began his career with AT&T as a member of the technical staff of Bell Laboratories in Columbus, Ohio. His seven years of research work at the laboratories included both hardware and software development for central office switching equipment.

He holds a B.S. in Electrical Engineering and an M.S. in Computer Information Science from Ohio State University. He is a member of the Pennsylvania Technical Institute of IEEE.

Paul D. Fajerski - Senior Vice President

Mr. Fajerski has solid experience in the business of telecommunications, including 13 years of experience with AT&T and the Bell System where he served in a number of Executive level positions in Sales and Marketing.

Mr. Fajerski has served as Senior Vice President, Marketing and Sales effective October 1996, and has been a Director of the Company since October 1991. Prior to joining Hyperion as Vice President of Marketing and Sales, Mr. Fajerski was a District Sales Manager for Penn Access Corporation, a competitive access provider in Pittsburgh, Pennsylvania.

Mr. Fajerski holds a B.S. in Business Administration from the College of Steubenville.

Randolph S. Fowler - Senior Vice President

Mr. Fowler has a full range of telecommunications experience, including over 17 years with AT&T and the Bell System, where he served in numerous Executive level positions in the areas of Sales and Marketing, Operations, Human Resources, Business Controls and Strategy Development.

Mr. Fowler has served as Senior Vice President of Business Development and Regulatory Affairs effective October 1996, and has been a Director of the Company since October 1991. Prior to joining Hyperion as Vice President, Mr. Fowler was Vice President of Marketing for Pen Access Corporation, a competitive access provider in Pittsburgh, Pennsylvania. He previously served for four years as Director of Technology Transfer and Commercial Use of Space in two NASA-sponsored technology transfer programs.

Mr. Fowler holds a B.S. in Business Administration from the University of Pittsburgh. He has developed and taught courses in Marketing, Network Management, and Regulation for the University of Pittsburgh's Graduate Program in Telecommunications.

Robert Hamlin- General Manager
Hyperion Telecommunications of Virginia, Inc.

Mr. Hamlin has over 30 years of experience in the telecommunications industry, with a focus on technical, sales and management experience.

Mr. Hamlin's technical expertise includes experience in analog and digital central office switching and transmission equipment. He obtained engineering, technical and sales personnel management experience at GTE Corporation. Mr. Hamlin was the National Account Manager for an affiliated GTE System company, with responsibility for the sale of digital switching systems to Independent Telephone Companies. He was also the National Sales Manager for a small size transmission equipment provider.

EXHIBIT C

Technical Qualifications

THE TECHNICAL QUALIFICATIONS OF HYPERION TELECOMMUNICATIONS, INC.

Hyperion Telecommunications, Inc. ("Hyperion"), through its networks, is a leading provider of integrated local telecommunications services over state-of-the-art fiber optic networks in selected markets in the United States. The Company provides its services to small, medium and large businesses, government and educational end users and resellers, including IXC's, in its markets. Hyperion believes it is the third largest competitive local exchange carrier in the United States, based upon route miles and buildings connected data made available by other competitive local exchange carriers. Most of the Company's 21 networks, including 6 currently planned or under construction, have been developed by partnering with a cable operator or utility provider with operations in that region. This approach has allowed Hyperion to rapidly construct high-capacity networks which generally have broader coverage of its markets than those of other competitive local exchange providers.

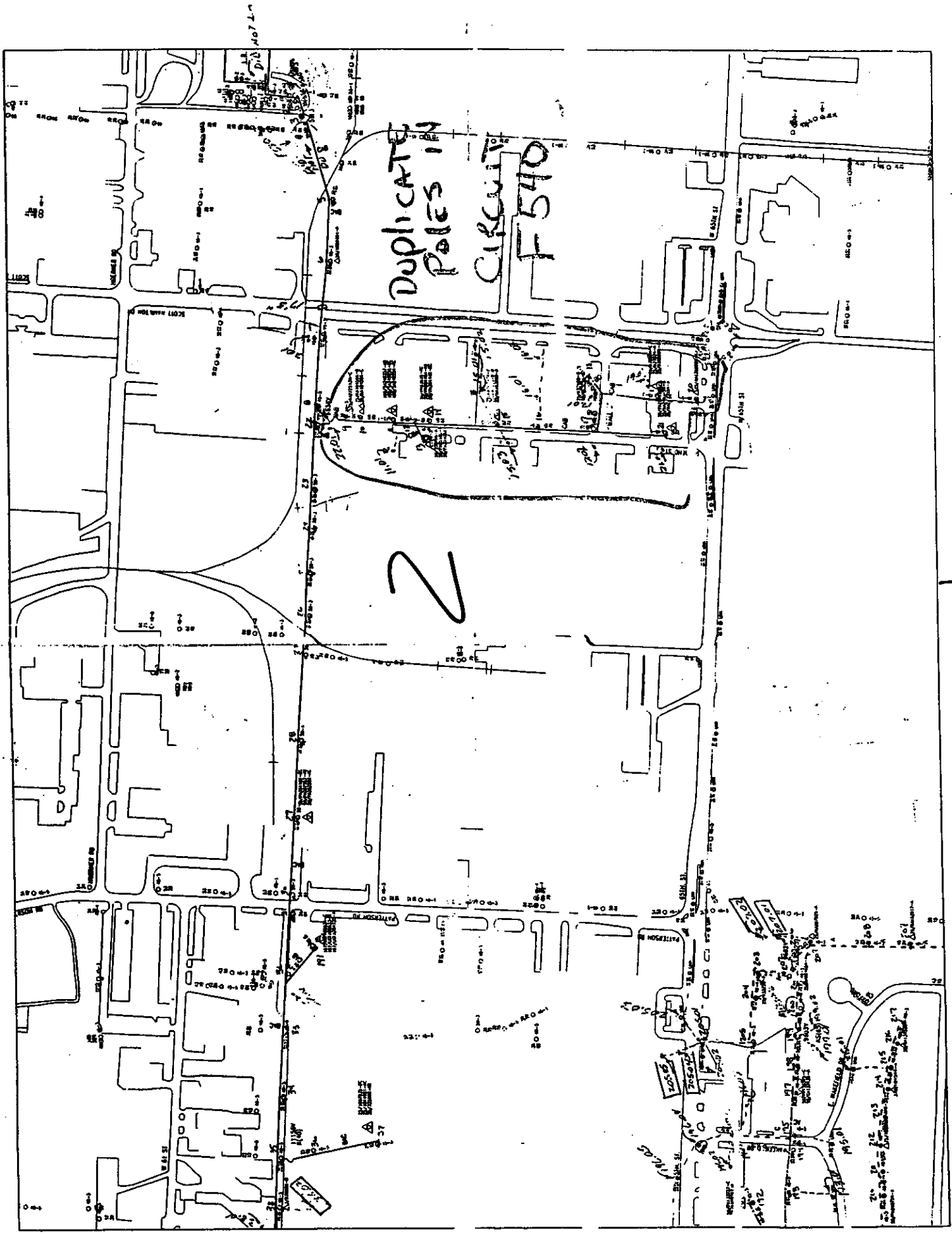
Hyperion currently offers switched services, including customer dial tone, in several of its markets. The Company expects to begin offering customer dial tone in each of its other networks by July, 1997, and has already installed switches or remote switching capability in eight of its networks. Hyperion also offers traditional access services to IXC's, and large customers. The Company currently offers enhanced data services to customers in four of its networks through a partnership with a wholly-owned subsidiary of US West, and plans to offer such services in all of its networks. Enhanced data services currently include frame relay, ATM data transport, business video conferencing, private line data interconnect service and LAN connection and monitoring services. These services, along with the long distance services provided by IXC's, enable Hyperion to provide an integrated telecommunications service offering to network customers that is more reliable, has a superior level of service and is priced lower relative to that of the incumbent local exchange carrier in markets served by Hyperion's networks.

Additional evidence of Hyperion's technical ability can be found in the biographies of Hyperion's management team attached hereto as **Exhibit B**.

EXHIBIT D

Financial Qualifications

EXHIBIT 7



ORIGINAL
Pole #5 1-38
65 Pole5
2/7

5

EXHIBIT 8

see: Entergy Arkansas, Inc.

Make Ready Work Report

F930-0691

USS Tracking Number

see PA#: 3390.I.F930

Client: ENTERGY ARKANSAS, INC.

Proprietary - Not for disclosure without the express written consent of Utility Support Systems, Inc.

Seq # 562.01, 89.01 Location: 2601 T.P. White Drive - Third pole East of driveway.

Picture File: 044

Pole # 16 No Work Required ☒ Pole Not On Map ☒
File # F930-0691.562.01 Pole Changeout ☐ Reliability Issue ☐
Former Pole # Repair Pole Ground ☐ Check Pole Loading ☐
File Owner: EAI Inaccessible ☐ Street Light ☒
Height: 30 Class: 6 Date: CATV Pwr Supply ☐ Remove Old Pole ☐
File Quality (Per Visual Inspection Only) Good Easement Required ☐
City: Jacksonville North Service Pole ☐ Permit Required ☐

County: Pulaski Backspan Pole Seq No: 562 Latitude 34.89054
M/R Specialist Glenn Parrish Frontspan Pole Seq No: Longitude -92.10225
Assistant Sidespan Pole Seq No: Pole Spec Code:
Date Of Make-Ready: 11/11/2003 Sidespan Pole Seq No: Temperature:

Company	Type Attachment	Measure Location	Feet	Inches	New POA	Install Anch/Guy	Add Guy Mkr	Trim Tree	Attach	Bond	Transfer Cable	Violation	Responsible Party	Work Req'd	M/R Seq #
EAI	St. Lt. Drip Loop	@ Pole	0			<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	0
EAI	St. Lt. Drip Loop	@ Pole	0			<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	0

DH Guy Pole - MAY NOT BE ATTACHED TO -
IF USED, ATTACH 40" BELOW LOWEST POWER

12/1/2004

All recommendations assume properly trained, equipped and skilled workers will be performing the work specified. Do not subject untrained and unequipped workers to potentially hazardous voltages.